

RECORDATION NO. 25359-6 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SEP 19 '05 1-14 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

September 19, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Security Agreement Supplement No. 3, dated as of September 19, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Supplement No. 3 being filed with the Board under Recordation Number 25359-F.

The names and addresses of the parties to the enclosed document are:

Debtor:	ABN AMRO Bank N.V. Suite 1500 208 South LaSalle Street Chicago, IL 60604
Collateral Agent:	ABN AMRO Advisory, Inc. Suite 1500 208 South LaSalle Street Chicago, IL 60604

Mr. Vernon A. Williams
September 19, 2005
Page Two

A description of the railroad equipment covered by the enclosed document
is:

84 railcars: DCLX 004110 – DCLX 004168 and DOWX 088010 –
DOWX 088034

A short summary of the document to appear in the index follows:

Security Agreement Supplement No. 3

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

SEP 19 '05

1-14 PM

SECURITY AGREEMENT SUPPLEMENT NO. 3
(US)

SURFACE TRANSPORTATION BOARD

This SECURITY AGREEMENT SUPPLEMENT NO. 3 is made as of September 19, 2005 between ABN AMRO BANK N.V., as lessor (together with its successors and assigns, "Debtor") and ABN AMRO ADVISORY, INC., as collateral agent (together with its successor and assigns, "Collateral Agent") for the Participants party to the Participation Agreement defined below (together with their successors and assigns, "Participants") and ABN AMRO BANK N.V., as administrative agent for the Participants ("Administrative Agent" and collectively with Collateral Agent and Participants, the "Secured Parties") and supplements that certain security agreement found in Section 5 of that certain Participation Agreement dated as of December 13, 2004 among The Dow Chemical Company, Debtor, and the other parties thereto (the "Participation Agreement").

Capitalized terms used herein without further definition have the meanings set forth in Appendix A to the Participation Agreement.


Debtor hereby assigns, conveys, mortgages, pledges, hypothecates, transfers and sets over to Collateral Agent, for the benefit of the Participants, Collateral Agent and Administrative Agent, a first priority Lien on and security interest in the rights, title and interest of Debtor now held or hereinafter acquired in and to the railcars identified on Schedule A attached hereto to secure the payment and performance of the Secured Obligations. Debtor and Collateral Agent hereby confirm and agree that each of the railcars identified on Schedule A is an "Item of Equipment" and part of the Lessor Collateral.

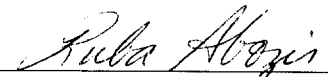
[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Debtor and Collateral Agent have caused this Security Agreement Supplement to be executed by their officers thereunto duly authorized as of the date and year first above written.

ABN AMRO BANK N.V.


(Debtor)

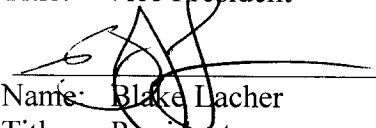
By: 
Name: Elizabeth M. Todd
Title: Director

By: 
Name: Ruba Abozir
Title: Vice President

ABN AMRO ADVISORY, INC.

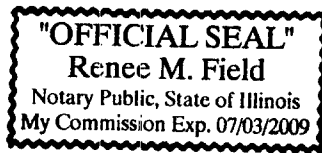
(Collateral Agent)

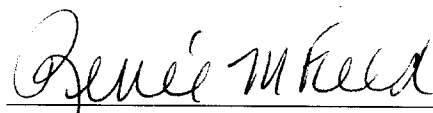
By: 
Name: Elizabeth M. Todd
Title: Vice President

By: 
Name: Blake Lacher
Title: President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 8th of September, 2005, before me personally appeared in the City of Chicago, State of Illinois Elizabeth M. Todd, to me personally known, who being by me duly sworn, says that she is the Director of ABN AMRO Bank N.V., that the foregoing instrument was signed and sealed on behalf of said corporation and, as attorney-in-fact on behalf of ABN AMRO Bank N.V. by authority of said corporation's Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.





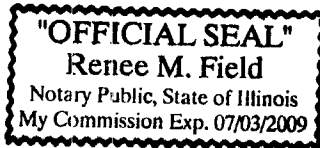
Notary Public

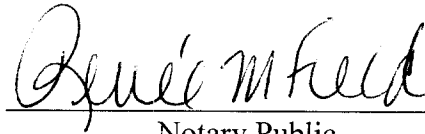
[NOTARIAL SEAL]

My commission expires: 7/3/2009

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 8th of September, 2005, before me personally appeared in the City of Chicago, State of Illinois Ruba Abozir, to me personally known, who being by me duly sworn, says that she is the Vice President of ABN AMRO Bank N.V., that the foregoing instrument was signed and sealed on behalf of said corporation and, as attorney-in-fact on behalf of ABN AMRO Bank N.V. by authority of said corporation's Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.





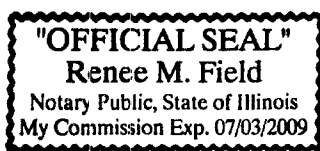
Notary Public

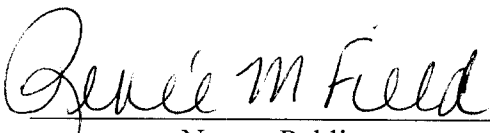
[NOTARIAL SEAL]

My commission expires: 7/3/2009

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 8th of September, 2005, before me personally appeared in the City of Chicago, State of Illinois Elizabeth M. Todd, to me personally known, who being by me duly sworn, says that she is the Vice President of ABN AMRO Advisory, Inc., that the foregoing instrument was signed and sealed on behalf of said corporation, by authority of said corporation's Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



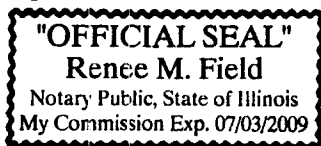

Notary Public

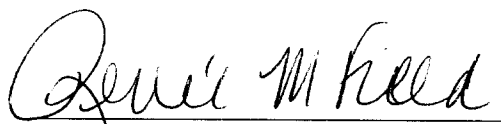
[NOTARIAL SEAL]

My commission expires: 7/3/2009

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 8th of September, 2005, before me personally appeared in the City of Chicago, State of Illinois Blake Lacher, to me personally known, who being by me duly sworn, says that he is the President of ABN AMRO Advisory, Inc., that the foregoing instrument was signed and sealed on behalf of said corporation, by authority of said corporation's Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public

[NOTARIAL SEAL]

My commission expires: 7/3/2009

SCHEDULE A

<u>CARMARK</u>	<u>Builder</u>	<u>Acquisition Cost</u>	<u>Acquisition Cost Percentage of Total</u>
DCLX004110	Trinity Industries, Inc.		1.17%
DCLX004111	Trinity Industries, Inc.		1.17%
DCLX004112	Trinity Industries, Inc.		1.17%
DCLX004113	Trinity Industries, Inc.		1.17%
DCLX004114	Trinity Industries, Inc.		1.17%
DCLX004115	Trinity Industries, Inc.		1.17%
DCLX004116	Trinity Industries, Inc.		1.17%
DCLX004117	Trinity Industries, Inc.		1.17%
DCLX004118	Trinity Industries, Inc.		1.17%
DCLX004119	Trinity Industries, Inc.		1.17%
DCLX004120	Trinity Industries, Inc.		1.17%
DCLX004121	Trinity Industries, Inc.		1.17%
DCLX004122	Trinity Industries, Inc.		1.17%
DCLX004123	Trinity Industries, Inc.		1.17%
DCLX004124	Trinity Industries, Inc.		1.19%
DCLX004125	Trinity Industries, Inc.		1.17%
DCLX004126	Trinity Industries, Inc.		1.17%
DCLX004127	Trinity Industries, Inc.		1.17%
DCLX004128	Trinity Industries, Inc.		1.17%
DCLX004129	Trinity Industries, Inc.		1.17%
DCLX004130	Trinity Industries, Inc.		1.19%
DCLX004131	Trinity Industries, Inc.		1.17%
DCLX004132	Trinity Industries, Inc.		1.17%
DCLX004133	Trinity Industries, Inc.		1.17%
DCLX004134	Trinity Industries, Inc.		1.17%
DCLX004135	Trinity Industries, Inc.		1.17%
DCLX004136	Trinity Industries, Inc.		1.17%
DCLX004137	Trinity Industries, Inc.		1.17%
DCLX004138	Trinity Industries, Inc.		1.19%
DCLX004139	Trinity Industries, Inc.		1.17%
DCLX004140	Trinity Industries, Inc.		1.17%
DCLX004141	Trinity Industries, Inc.		1.19%
DCLX004142	Trinity Industries, Inc.		1.19%
DCLX004143	Trinity Industries, Inc.		1.19%
DCLX004144	Trinity Industries, Inc.		1.17%
DCLX004145	Trinity Industries, Inc.		1.17%
DCLX004146	Trinity Industries, Inc.		1.17%
DCLX004147	Trinity Industries, Inc.		1.19%
DCLX004148	Trinity Industries, Inc.		1.17%
DCLX004149	Trinity Industries, Inc.		1.19%
DCLX004150	Trinity Industries, Inc.		1.19%
DCLX004151	Trinity Industries, Inc.		1.19%
DCLX004152	Trinity Industries, Inc.		1.19%
DCLX004153	Trinity Industries, Inc.		1.19%
DCLX004154	Trinity Industries, Inc.		1.19%

<u>CARMARK</u>	<u>Builder</u>	<u>Acquisition Cost</u>	<u>Acquisition Cost Percentage of Total</u>
DCLX004155	Trinity Industries, Inc.		1.19%
DCLX004156	Trinity Industries, Inc.		1.19%
DCLX004157	Trinity Industries, Inc.		1.19%
DCLX004158	Trinity Industries, Inc.		1.19%
DCLX004159	Trinity Industries, Inc.		1.19%
DCLX004160	Trinity Industries, Inc.		1.19%
DCLX004161	Trinity Industries, Inc.		1.19%
DCLX004162	Trinity Industries, Inc.		1.19%
DCLX004163	Trinity Industries, Inc.		1.19%
DCLX004164	Trinity Industries, Inc.		1.19%
DCLX004165	Trinity Industries, Inc.		1.19%
DCLX004166	Trinity Industries, Inc.		1.19%
DCLX004167	Trinity Industries, Inc.		1.19%
DCLX004168	Trinity Industries, Inc.		1.19%
DOWX088010	Trinity Industries, Inc.		1.22%
DOWX088011	Trinity Industries, Inc.		1.22%
DOWX088012	Trinity Industries, Inc.		1.22%
DOWX088013	Trinity Industries, Inc.		1.22%
DOWX088014	Trinity Industries, Inc.		1.22%
DOWX088015	Trinity Industries, Inc.		1.22%
DOWX088016	Trinity Industries, Inc.		1.22%
DOWX088017	Trinity Industries, Inc.		1.22%
DOWX088018	Trinity Industries, Inc.		1.22%
DOWX088019	Trinity Industries, Inc.		1.22%
DOWX088020	Trinity Industries, Inc.		1.22%
DOWX088021	Trinity Industries, Inc.		1.22%
DOWX088022	Trinity Industries, Inc.		1.22%
DOWX088023	Trinity Industries, Inc.		1.22%
DOWX088024	Trinity Industries, Inc.		1.22%
DOWX088025	Trinity Industries, Inc.		1.22%
DOWX088026	Trinity Industries, Inc.		1.22%
DOWX088027	Trinity Industries, Inc.		1.22%
DOWX088028	Trinity Industries, Inc.		1.22%
DOWX088029	Trinity Industries, Inc.		1.22%
DOWX088030	Trinity Industries, Inc.		1.22%
DOWX088031	Trinity Industries, Inc.		1.22%
DOWX088032	Trinity Industries, Inc.		1.22%
DOWX088033	Trinity Industries, Inc.		1.22%
DOWX088034	Trinity Industries, Inc.		1.22%
TOTAL			100.00%